

7457
JUN 28 1974 - 2 42 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of June 1, 1974, among NATIONAL RAILROAD PASSENGER CORPORATION (hereinafter called the Railroad), GENERAL MOTORS CORPORATION (Electro-Motive Division) (hereinafter called the Builder) and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION (hereinafter called the Assignee).

WHEREAS the Railroad and the Builder have entered into a Conditional Sale Agreement dated as of February 1, 1974 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of February 1, 1974 (hereinafter called the Assignment);

WHEREAS the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission on March 29, 1974, pursuant to Section 20c of the Interstate Commerce Act and were assigned recordation number 7457;

WHEREAS certain units of railroad equipment are listed in the Conditional Sale Agreement as being subject thereto, but such units will not be delivered and accepted pursuant to the terms thereof on or before June 30, 1974;

WHEREAS according to the terms of the Conditional Sale Agreement, such units of railroad equipment as are not delivered and accepted on or prior to June 30, 1974, are excluded from the Conditional Sale Agreement; and

WHEREAS the parties hereto desire to amend the Conditional Sale Agreement to show the exclusion of such units for the public record.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The Conditional Sale Agreement is hereby amended to exclude from Schedule A thereto 19 3,000 H.P. Diesel Elect Locomotives Model SDP40F, railroad numbers 621 through 639, both inclusive.

2. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.

3. The Builder will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 20 of the Conditional Sale Agreement.

4. Except as amended hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

NATIONAL RAILROAD PASSENGER COR

by Robert C. Wood
Vice President

[Corporate Seal]

Attest:

Walter N. Smith
Assistant Secretary

GENERAL MOTORS CORPORATION
(Electro-Motive Division),

by Harold Z. Smith
Vice President

[Corporate Seal]

Attest:

J. H. Smith
Assistant Secretary

BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION,

by James M. Smith
Vice President

[Corporate Seal]

Attest:

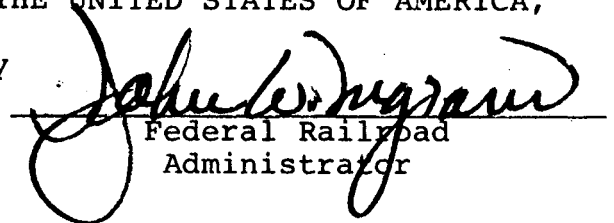
Jayne Adams
Assistant Secretary

APPROVAL OF AMENDMENT AGREEMENT

Federal Railroad Administrator of the Department of Transportation of the United States of America, as guarantor under the Guaranty Agreement dated March 29, 1974, of certain obligations under the Conditional Sale Agreement hereby consents to and approves the foregoing Amendment Agreement dated as of June 1, 1974.

FEDERAL RAILROAD ADMINISTRATOR OF
THE DEPARTMENT OF TRANSPORTATION
OF THE UNITED STATES OF AMERICA,

by

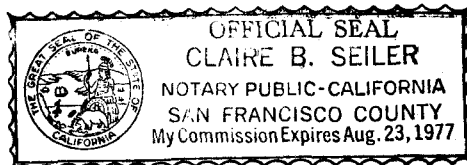

Federal Railroad
Administrator

Attest:


Chief Counsel F. R. A.

STATE OF CALIFORNIA,)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this *24th* day of June 1974, before me personally
appeared *Wm. Ward*, to me personally known,
who being by me duly sworn, says that he is Vice President of
BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, that
one of the seals affixed to the foregoing instrument is the
corporate seal of said association, that said instrument was
signed and sealed on behalf of said association by authority
of its Board of Directors, and he acknowledged that the execu
tion of the foregoing instrument was the free act and deed of
said association.



Claire B. Seiler

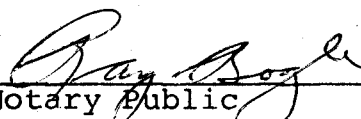
Notary Public

[Notarial Seal]

My Commission expires

CITY OF WASHINGTON,)
) ss.:
DISTRICT OF COLUMBIA,)

On this 27 day of June 1974, before me personally
appeared John W. Ingram , to me known, who being
by me duly sworn, says that he is the FEDERAL RAILROAD ADMIN-
ISTRATOR, that the foregoing instrument was signed by him by
authority duly delegated to him by the Secretary of Trans-
portation; and he acknowledged that the execution of the
foregoing instrument was his free act and deed as the Federal
Railroad Administrator.



Notary Public

[Notarial Seal]

My Commission expires my Commission Expires April 30, 1977.